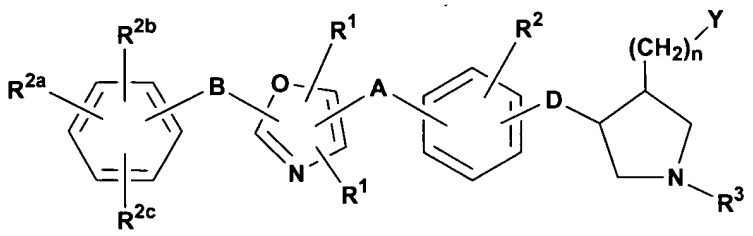
AMENDMENTS TO CLAIMS

Claim 1. (Currently Amended) A compound having the structure



wherein

D is -CH= or C=O or $(CH_2)_m$ where m is 0, 1, 2 or 3;

n = 0, 1 or 2;

A is $(CH_2)_x$ where x is 1 to 5; or A is $(CH_2)_x^1$, where x^1 is 1 to 5, with an alkenyl bond or an alkynyl bond embedded anywhere in the chain; or A is $-(CH_2)_x^2-O-(CH_2)_x^3-$ where x^2 is 0 to 5 and x^3 is 0 to 5, provided that at least one of x^2 and x^3 is other than 0;

B is a bond or is $(CH_2)_x^4$ where x^4 is 1 to 5;

R^1 is H or alkyl;

R^2 is H, alkyl, alkoxy, halogen, amino or substituted amino;

R^{2a}, R^{2b} and R^{2c} may be the same or different and are selected from H, alkyl, alkoxy, halogen, amino, substituted amino or cyano;

R^3 is selected from H, arylalkyl, aryloxycarbonyl, alkyloxycarbonyl, alkynyloxycarbonyl, alkenyloxycarbonyl, alkylcarbonyl, aryl, heteroaryl, heteroaryloxycarbonyl, cycloheteroalkyloxycarbonyl, substituted aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkoxyaryloxycarbonyl, arylalkyloxycarbonyl, alkylaryloxycarbonyl, arylalkylarylalkyl, aryloxyarylalkyl, haloalkoxyaryloxycarbonyl, alkoxycarbonylaryloxycarbonyl, aryloxyaryloxycarbonyl, ~~alkoxycarbonylaryloxycarbonyl,~~ arylalkenyloxycarbonyl, heteroaryloxyarylalkyl, alkylsulfonyl, alkenylsulfonyl, aryloxyarylalkyloxycarbonyl, arylalkylcarbonyl, aryloxyalkyloxycarbonyl, arylalkylsulfonyl, arylalkenylsulfonyl, heteroarylsulfonyl, arylsulfonyl, alkoxyarylalkyl, heteroarylalkoxycarbonyl, arylheteroarylalkyl, heteroarylalkyloxyarylalkyl, arylarylalkyl, arylalkenylarylalkyl, arylalkoxyarylalkyl,

arylcarbonylarylalkyl, alkylaryloxyarylalkyl, heteroarylarylalkyl, heteroaryloxyarylalkyl, arylaminoarylalkyl, or aminocarbonylarylarylalkyl;

$(CH_2)_x$, $(CH_2)_x^1$, $(CH_2)_x^2$, $(CH_2)_x^3$, $(CH_2)_x^4$, $(CH_2)_m$, and $(CH_2)_n$[[,]] may be optionally substituted;

Y is CO_2R^4 where R^4 is H or alkyl, ~~or a prodrug ester,~~ or Y is a C-linked 1-tetrazole, a phosphinic acid of the structure $P(O)(OR^{4a})R^5$ where R^{4a} is H ~~or a prodrug ester~~, R^5 is alkyl or aryl, or a phosphonic acid of the structure $P(O)(OR^{4a})_2$;

including all stereoisomers thereof, prodrug esters thereof, and pharmaceutically acceptable salts thereof.

Claim 2. (Cancelled).

Claim 3. (Original) The compound as defined in Claim 1 wherein A is $-CH_2)_x^2$-O-.

Claim 4. (Cancelled).

Claim 5. (Original) The compound as defined in Claim 1 wherein B is a bond.

Claims 6 to 9. (Cancelled)

Claim 10. (Previously Presented) The compound as defined in Claim 1 wherein B is a bond and A is $-(CH_2)_x^2-O-$.

Claim 11. (Previously Presented) The compound as defined in Claim 1 wherein B is a bond;

A is $-(CH_2)_x^2-O-$;

R^1 is alkyl;

R^{2a} is alkyl, alkoxy or halogen;

x^2 is 1 to 3;

D is -CH= or $(CH_2)_m$ where m is 0 or $(CH_2)_m$ is CH_2 or CH-alkyl;

$(CH_2)_n$ is a bond or CH_2;

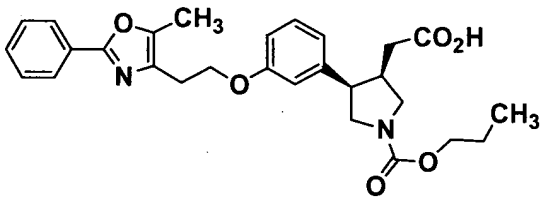
R^3 is alkoxycarbonyl, aryl, heteroaryl, aryloxycarbonyl or arylalkyl;

Y is CO_2R^4; and

n is 0.

Claim 12. (Cancelled).

Claim 13. (Previously Presented) The compound as defined in Claim 1 selected from the group consisting of compounds having the structure



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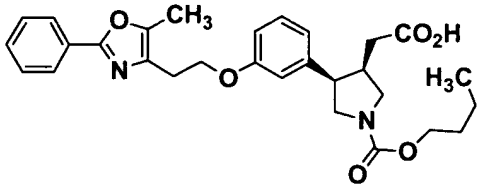

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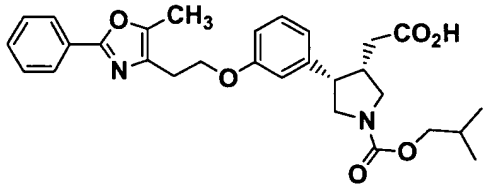

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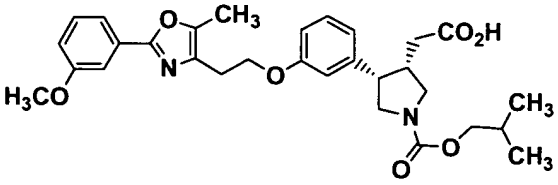

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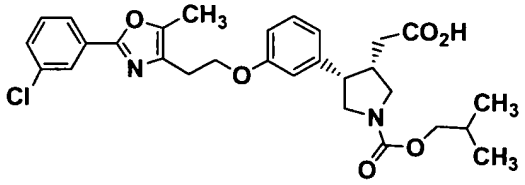

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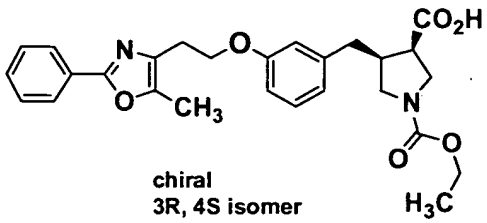

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3R, 4S isomer

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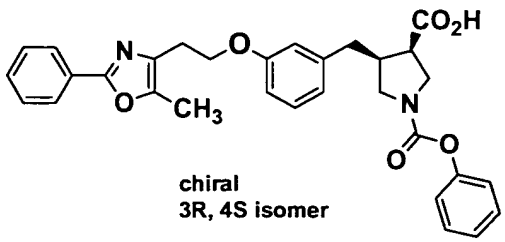

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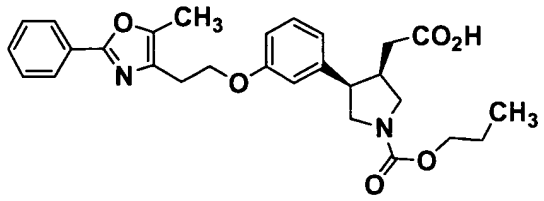

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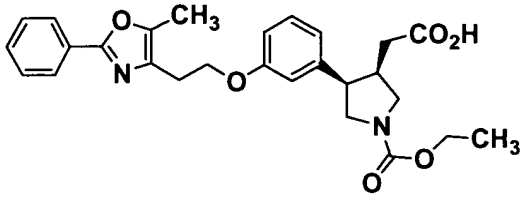

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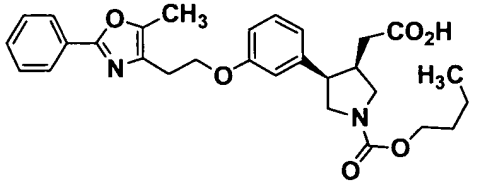

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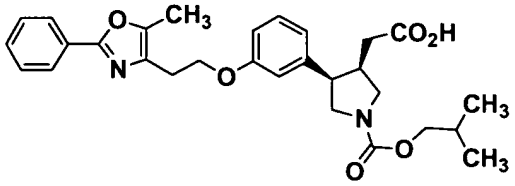

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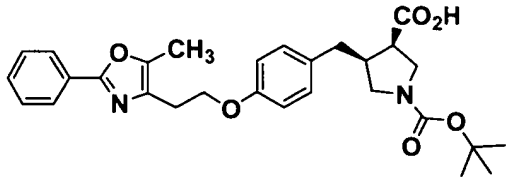

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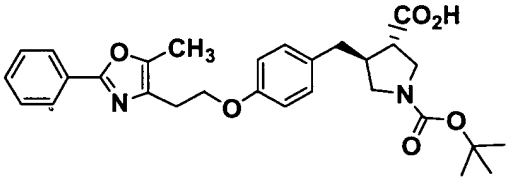

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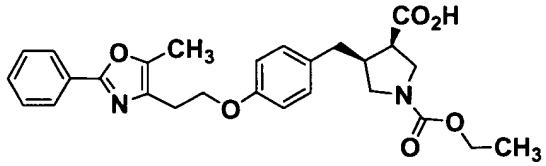

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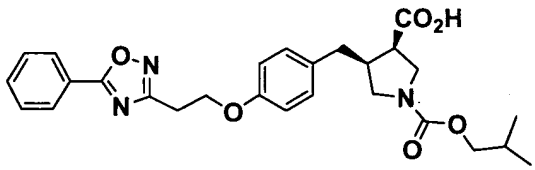

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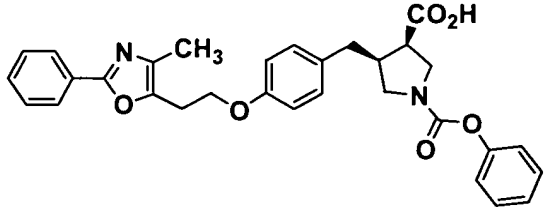

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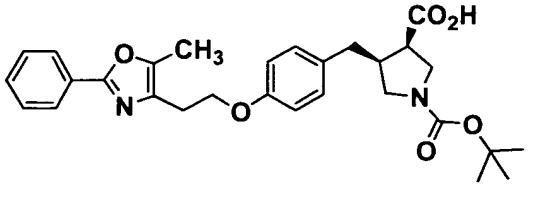

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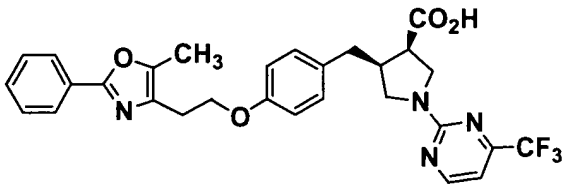

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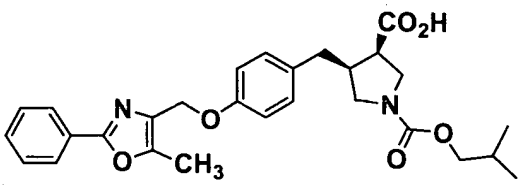

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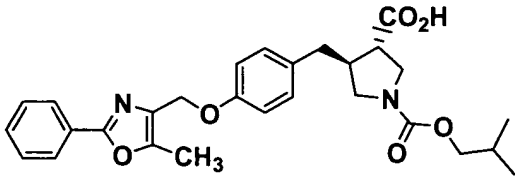

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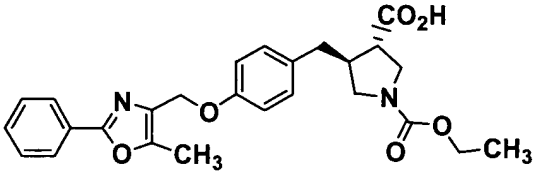

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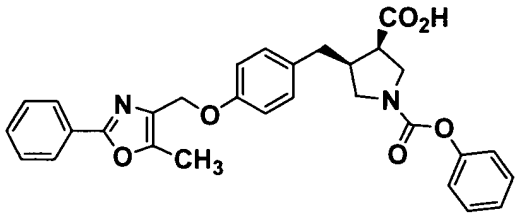

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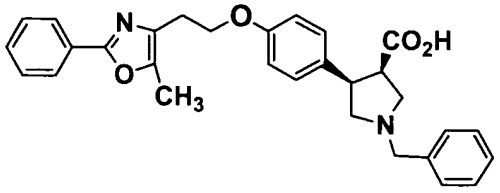

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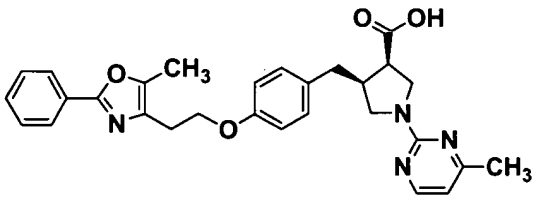

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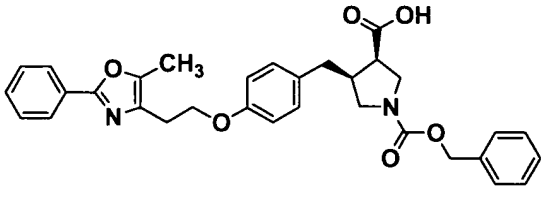

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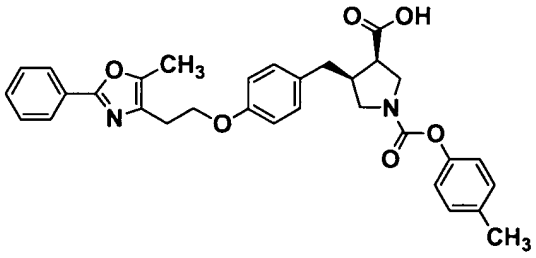

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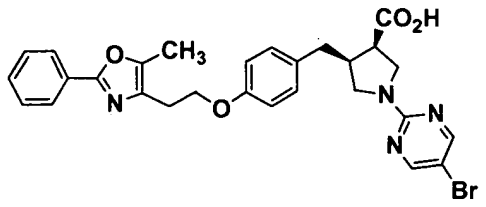
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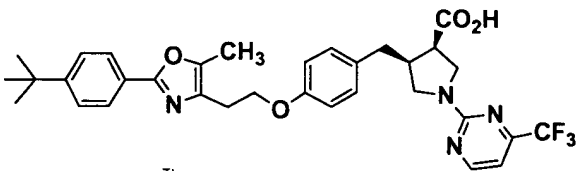
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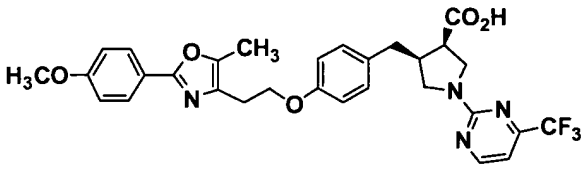
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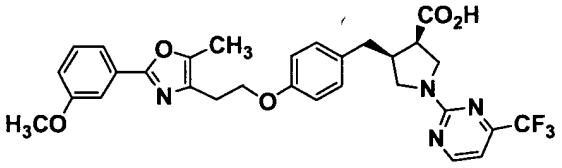
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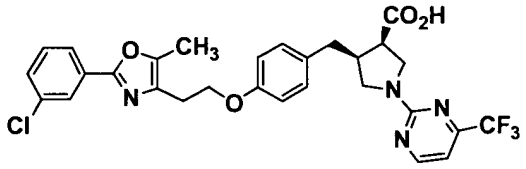
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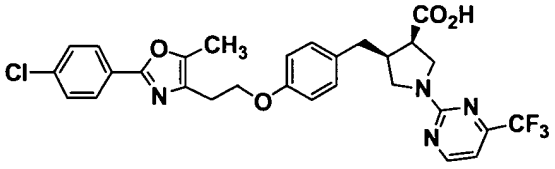
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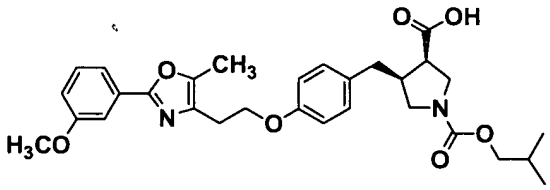
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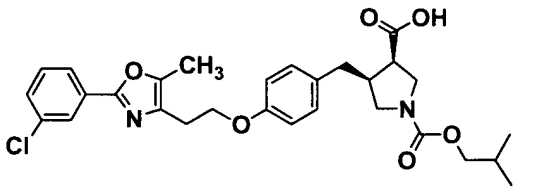
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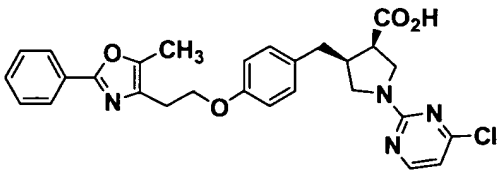
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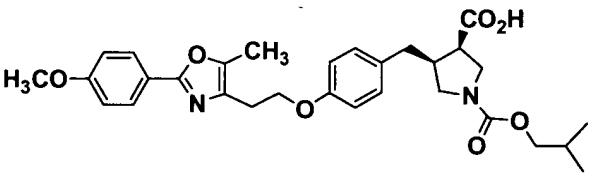
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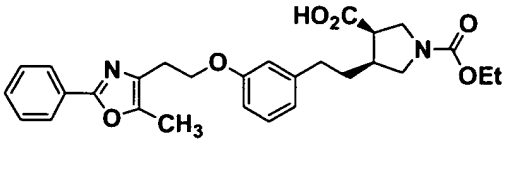
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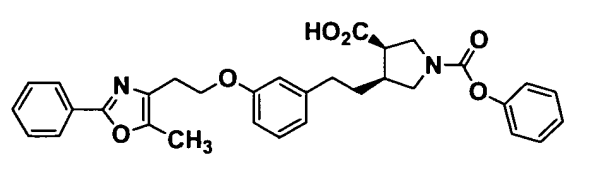
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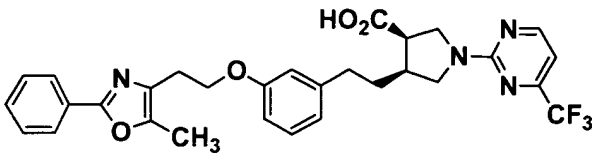

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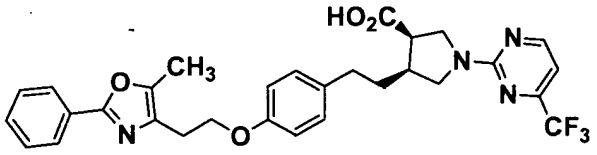

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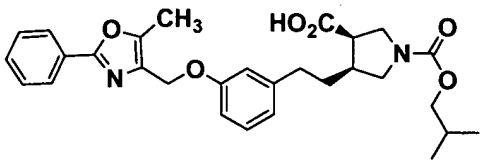

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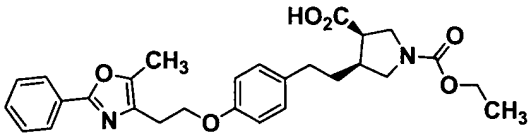

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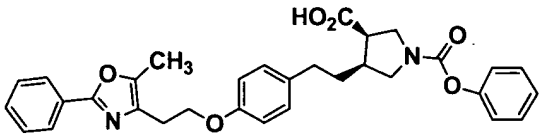

Claim 14. (Original) A pharmaceutical composition comprising a compound as defined in Claim 1 and a pharmaceutically acceptable carrier therefor.

Claim 15. (Currently Amended) A method for treating diabetes, Type 2 diabetes, insulin resistance, hyperglycemia, hyperinsulinemia, elevated blood levels of fatty acids or glycerol, hyperlipidemia, obesity, hypertriglyceridemia, Syndrome X, ~~diabetic complications, dysmetabolic syndrome,~~ or atherosclerosis, which comprises administering to a patient in need of <u>such</u> treatment a therapeutically effective amount of a compound as defined in Claim 1.

Claim 16. (Cancelled).

Claim 17. (Currently Amended) A pharmaceutical ~~combination~~ <u>composition</u> comprising a compound as defined in Claim 1 and a lipid-lowering agent, ~~a lipid modulating agent,~~ an antidiabetic agent, an anti-obesity agent, an antihypertensive agent, a platelet aggregation inhibitor, ~~and/or~~ <u>or</u> an antiosteoporosis agent.

Claim 18. (Currently Amended) The ~~combination~~ composition as defined in Claim 17 wherein the antidiabetic agent is 1, 2, 3 or more of a biguanide[[,]]; a sulfonyl urea[[,]]; a glucosidase inhibitor[[,]]; a PPAR γ agonist[[,]]; a PPAR α/γ dual agonist[[,]]; an SGLT2 inhibitor[[,]]; a DP4 inhibitor[[,]]; an aP2 inhibitor[[,]]; an insulin sensitizer[[,]]; a glucagon-like peptide-1 (GLP-1) [[,]]; insulin and/or a meglitinide[[,]]; the anti-obesity agent is a beta 3 adrenergic agonist[[,]]; a lipase inhibitor[[,]]; a serotonin ~~(and~~ and/or dopamine~~)~~ reuptake inhibitor[[,]]; a thyroid receptor agonist[[,]]; ~~an aP2 inhibitor~~ [[,]]; a cannabinoid receptor-1 antagonist and/or an anorectic agent[[,]]; the lipid lowering agent is an MTP inhibitor, an HMG CoA reductase inhibitor, a squalene synthetase inhibitor, a fibric acid derivative, an upregulator of LDL receptor activity, a lipoxygenase inhibitor, a farnesoid receptor (FXR) agonist, a liver X receptor (LXR) agonist, a CETP inhibitor or an ACAT inhibitor[[,]]; the antihypertensive agent is an ACE inhibitor, an angiotensin II receptor antagonist, a NEP/ACE inhibitor, a calcium channel blocker ~~and/or~~ or a β-adrenergic blocker.

Claim 19. (Currently Amended) The ~~combination~~ composition as defined in Claim 18 wherein the antidiabetic agent is 1, 2, 3 or more of metformin, glyburide, glimepiride, glipyride, glipizide, chlorpropamide, gliclazide, acarbose, miglitol, pioglitazone, rosiglitazone, balaglitazone, insulin, Gl-262570, isaglitazone, JTT-501, NN-2344, L895645, YM-440, R-119702, AJ9677, repaglinide, nateglinide, KAD1129, AR-HO39242, GW-409544, KRP297, AZ-242, AC2993, LY315902, P32/98 and/or NVP-DPP-728A, the anti-obesity agent is orlistat, ATL-962, AJ9677, L750355, CP331648, sibutramine, topiramate, axokine, dexamphetamine, phentermine, phenylpropanolamine, rimonabant (SR-141716) and/or mazindol, the lipid lowering agent is pravastatin, lovastatin, simvastatin, atorvastatin, fluvastatin, itavastatin, visastatin, rosuvastatin, pitavastatin, fenofibrate, gemfibrozil, clofibrate, avasimibe, ezetimibe, TS-962, MD-700, cholestagel, niacin and/or LY295427, the antihypertensive agent is an ACE inhibitor which is captopril, fosinopril, enalapril, lisinopril, quinapril, benazepril, fentiapril, ramipril or moexipril; an NEP/ACE inhibitor which is omapatrilat, [S[(R*,R*)]-hexahydro-6-[(2-mercapto-1-oxo-3-phenylpropyl)amino]-2,2-dimethyl-7-oxo-1H-azepine-1-acetic acid (gemopatrilat) or CGS 30440;

an angiotensin II receptor antagonist which is irbesartan, losartan, telmisartan or valsartan;

amlodipine besylate, prazosin HCl, verapamil, nifedipine, nadolol, propranolol, carvedilol, or clonidine HCl, the platelet aggregation inhibitor is aspirin, clopidogrel, ticlopidine, dipyridamole or ifetroban.